



THE STATE

of **ALASKA**

Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing

Corporations Section

State Office Building, 333 Willoughby Avenue, 9th Floor

PO Box 110806, Juneau, AK 99811-0806

Phone: (907) 465-2550 ★ Fax: (907) 465-2974

Email: corporations@alaska.gov

Website: <http://commerce.alaska.gov/cbpl/corp>

STATEMENT OF CONVERSION

Specifically for

An Entity with an AK Entity Number

Converting to a Domestic (Alaskan) Professional Corporation

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406 and AS 10.45.010, 10.06.208

\$175.00 Filing Fee

- **\$ 25.00 Statement of Conversion Filing Fee (non-refundable)**
- **\$150.00 Articles of Incorporation Filing Fee (non-refundable)**

INSTRUCTIONS FOR STATEMENT OF CONVERSION *(Please retain for your records):*

NOTE – Professional Service:

The following professions are considered a professional service, if the service you provide is not listed you cannot incorporate as a professional corporation in the State of Alaska:

Acupuncturist	Legal Services	Physical/Occupational Therapy
Architect, Engineer, Land Surveyor	Marital Family Therapy	Physicians Assistant
Audiologist	Medical	Professional Counselor
Chiropractor	Naturopath	Psychology
Dental	Nursing	Public Accountant
Dispensing Optician	Optometry	Social Work
Geologist	Pharmacy	Veterinary

NOTICE: The Statement of Conversion will not be filed if a biennial report is due. Please verify the following for the converting entity before completing the application:

- Is the qualified entity (on record with this division) in “Good Standing” status?
- Have all required biennial reports been filed?
- Are the officials on record correct, current and up to date? *(Used to verify signatures for this filing.)*
- Is the Registered Agent information on record correct, current and up to date?

To verify the above information you may search for the entity by going to the above website, click License Search and under Search License Data select Corporations.

- If there is a biennial report due, it may be filed online (for immediate posting) by selecting Biennial Reports on the above website.
- If the officials have changed and there is no biennial report due then please submit a Notice of Change of Officials located on the above website under Forms and Fees. Select the appropriate version based on your entity type.

- If the Registered Agent information needs to be updated please submit a Statement of Change located on the above website under Forms and Fees. Select the appropriate version based on your entity type.

WHAT IS A CONVERSION?

Conversion (when an entity changes/transforms from one type of entity into a different type of entity) means a transaction authorized by AS 10.55.401-10.55.406, with the exception of the entities excluded under AS 10.55.110. Under this:

- Any domestic (Alaskan) entity may become a domestic (Alaskan) professional corporation.
- Any foreign (non-Alaskan) entity may become a domestic (Alaskan) professional corporation if the conversion is authorized by the law of the foreign jurisdiction.

NOTICE: The Statement of Conversion must be filed in conjunction with Articles of Incorporation (attached to this form) for a domestic (Alaskan) Professional Corporation and the applicable \$150.00 fee (which are already included in the above stated filing fees).

ITEM 1: Provide the converting (changing from) entity name, the state of domicile or jurisdiction (home state), the Alaska Entity number (mandatory) and the entity type (changing from).

ITEM 2: Provide the converted (changing to) domestic (Alaskan) professional corporation name (which continues in existence after the conversion).

- The name of a professional corporation must contain the last name of one or more of its shareholders, unless the regulations of a particular regulating board or the ethics of a profession permit the use of a corporate name which does not include the surname of any present or former shareholders.
- For more information contact your specific licensing board for the requirements by going to the above website and select Professional Licensing Section.
- The professional corporation name must end in the word "Corporation", "Company", "Incorporated", "Limited," "A Professional Corporation," or an abbreviation of one of these, such as "P.C".
- **NOTE:** the name of the professional corporation in Item #2 on the Statement of Conversion must match Article #1 in the Articles of Incorporation attached to this filing.

ITEM 3: (Optional) The future effective date of conversion, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing. Future effective date (mm/dd/yyyy format).

ITEM 4: This statement is required by statute. Please read through and verify.

ITEM 5: The converted (changed to) domestic (Alaskan) entity's Articles of Incorporation for a domestic professional corporation must be attached to this Statement of Conversion. Choose only one of the options.

Complete the attached Articles of Incorporation portion of this form.

-OR-

Provide Articles of Incorporation, which satisfy the requirements of AS 10.45.010, 10.06.208, and 10.06.210, as an attachment.

ITEM 6: The Statement of Conversion must be signed on behalf of the converting (changing from) entity (listed in Item #1 above) in the following manner:

- If the converting entity is a corporation, it must be signed by an officer of the corporation.
- If the converting entity is not a corporation, it must be signed by the person authorized by said entity.
- If the converting entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by said fiduciary.

If the converting entity is currently on record with this division (has an AK Entity Number) and the signer is an official of the entity then the signer must be currently on record with this division.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the entity that the individual is representing, and signature of the individual authorized to sign.

NOTE - Signatures:

Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

NOTE - Plan of Conversion -OR- Statement of Conversion:

Do not send both together. Submit either the Statement of Conversion **OR** the plan of conversion that is signed on behalf of all entities and contains all the information required to be in the Statement of Conversion and is delivered to the Division for filing after the plan has been adopted and approved by all entities. Sending both the plan of conversion and the Statement of Conversion together may cause delays in processing time.

IMPORTANT: Changing Officials

On the date the Statement of Conversion is filed for record all officials currently on record for the converting (changing from) entity (listed in Item #1 on the Statement of Conversion) will be removed from record. The converted (changing to) entity (listed in Item # 2 of the Statement of Conversion) must file a notification of changing officials with this division.

- A Notice of Change of Officials must be filed in the manner and time prescribed in AS 10.06.813, 10.20.631, 10.50.765, or AS 32.11.020(d).
- In the case of a Limited Partnership: a domestic Limited Partnership must file an Amended Certificate of Limited Partnership and for a foreign Limited Partnership must file a Certificate of Correction in the manner and time prescribed in AS 32.11.020(d).

The appropriate forms can be found online at the above website select Corporation Section, Forms and Fees. The notification form may be filed in conjunction with the Statement of Conversion. The filing fee is \$25.

SUBMITTAL: Please submit forms and payment together.

- A notification of officials changing maybe filed in conjunction with the Statement of Conversion; please include the appropriate form and filing fee.
- Mail the Statement of Conversion (form 08-573) and the \$175.00 non-refundable filing fee in U.S. dollars to:
 - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
- If faxing the form please include the Credit Card Payment form with the appropriate fees.
- Do not email forms or payment.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

INSTRUCTIONS FOR ARTICLES OF INCORPORATION

These instructions are specific for the Articles of Incorporation which must be attached to the Statement of Conversion (form 08-573)

ITEM 1: Legal Name of Corporation

Provide the name of the domestic (Alaskan) professional corporation:

- The corporate name shall be ended by the word “Corporation”, “Company”, “Incorporated”, “Limited,” “A Professional Corporation,” or an abbreviation of one of these, such as “P.C”.
- The corporate name may not contain a word or phrase that indicates or implies that the corporation is organized for a purpose other than the purpose contained in its articles of incorporation.
- A corporate name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska go to the above website, click License Search, and select Search Corporations Database.
- **NOTE:** the name of the professional corporation in Article #1 on the Articles of Incorporation must match the name in Item #2 on Statement of Conversion portion of this filing.

ARTICLE 2: Disclosure of Corporate Purposes

- The purpose describes activities of the corporation at the time of filing and may include “any lawful.”
- In addition to purpose, also include the NAICS code where indicated. NAICS code may not conflict with the purpose listed. For a complete list of NAICS codes go to the above website and select NAICS Codes.

NOTE – Professional Service:

The following professions are considered a professional service, if the service you provide is not listed you cannot incorporate as a professional corporation in the State of Alaska:

Acupuncturist	Legal Services	Physical/Occupational Therapy
Architect, Engineer, Land Surveyor	Marital Family Therapy	Physicians Assistant
Audiologist	Medical	Professional Counselor
Chiropractor	Naturopath	Psychology
Dental	Nursing	Public Accountant
Dispensing Optician	Optometry	Social Work
Geologist	Pharmacy	Veterinary

ARTICLE 3: Address of Professional Corporation in Alaska

Provide the physical and mailing address where the professional corporation will have its office in Alaska.

ARTICLE 4: Registered Agent

The registered agent for the domestic (Alaskan) professional corporation (listed in Article #1 on the Articles of Incorporation) is the same agent on record for the converting (changing from) entity (listed in Item #1 on the Statement of Conversion). Per Alaska Statutes the registered agent information may only be updated via a Statement of Change Registered Agent form. The non-refundable filing fee for a Statement of Change is \$25. The appropriate Statement of Change form, based on entity type, can be found on the above website and select Forms and Fees.

For more information go to the above website and click Registered Agents FAQs.

ARTICLE 5: Alien Affiliate

Defined in AS 10.06.990 as a person that directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, a corporation subject to this chapter:

1. An individual who is not a citizen or national of the United States, or who is not lawfully admitted to the United States for permanent residence, or paroled into the United States under the Immigration and Nationality Act (8 U.S.C. 1101 - 1525, as amended):
2. A person, other than an individual, that was not created or organized under the laws of the United States or of a state, or whose principal place of business is not located in any state; or
3. A person, other than an individual, that was created or organized under the laws of the United States or of a state, or whose principal place of business is located in a state, and that is controlled by a person described in (1) or (2) of this paragraph.

ARTICLE 6: Officers, Directors, Shareholders

Per AS 10.45.010, list the names and addresses of all original shareholders, directors, and officers of the professional corporation. Pursuant to [professional corporations] Alaska Statutes:

- Per AS 10.45.050, only persons or a settlor of a trust licensed by a regulatory board of the state maybe a shareholder of a professional corporation.
- Per AS 10.45.060, only shareholders of the professional corporation can be an officer or director of the corporation.
- Per AS 10.45.060, a person may not be a shareholder, director, or officer of more than one professional corporation at one time.
- List the professional license issued by the State of Alaska Department of Commerce, Community, and Economic Development. If the license was issued by the Alaska Bar Association, include a copy of the license with this filing.

NOTE: Please do not include confidential information such as Social Security Numbers, driver license numbers or date of birth as this record is public information.

ARTICLE 7: Shares

All professional corporations must provide the number of authorized shares – the maximum number of shares that a corporation is legally permitted to issue.

- Zero (0) is not an acceptable quantity.
- If there is more than one class or series of authorized shares, please provide this information.
- Par value is the nominal value or dollar value of the original cost of a share and has no relation to market value.

ARTICLE 8: Optional Provisions and Additional Articles

- Attach additional pages for continuation of optional provisions and/or additional articles.
- Please indicate which article you are continuing and/or insert any desired additional provisions authorized by Alaska Statutes.
- Additional articles should be a continuation of the numbering as it appears on these Articles of Incorporation.

SIGNATURES:

Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Conversion (form 08-573) does not need to be signed; the Statement of Conversion portion of this filing must be signed.

IMPORTANT: Changing Officials

On the date the Statement of Conversion is filed for record all officials currently on record for the converting (changing from) entity (listed in Item #1 on the Statement of Conversion) will be removed from record. The converted (changing to) entity (listed in Item # 2 of the Statement of Conversion) must file a notification of changing officials with this division.

- A Notice of Change of Officials must be filed in the manner and time prescribed in AS 10.06.813, 10.20.631, 10.50.765, or AS 32.11.020(d).
- In the case of a Limited Partnership: a domestic Limited Partnership must file an Amended Certificate of Limited Partnership and for a foreign Limited Partnership must file a Certificate of Correction in the manner and time prescribed in AS 32.11.020(d).

The appropriate forms can be found online at the above website and select Forms and Fees. The notification form may be filed in conjunction with the Statement of Conversion. The filing fee is \$25.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

ADDITIONAL RESOURCES:

Professional Licensing Section:

For information regarding what professions require a professional license, statutes, how to obtain a professional license, and/or the expiration date if you already have a professional license, visit the Professional Licensing website at <http://commerce.alaska.gov/cbpl/pl>.

**NOTICE: if a professional license is owned by an entity
and there is a change in the entity then the professional license may be impacted.
Contact the appropriate professional licensing examiner.**

Business Licensing Section:

For the privilege of engaging in a business in the State of Alaska, a business license is required for a new entity. For information regarding business licenses, statutes, and how to obtain a business license, visit the Business Licensing website at <http://commerce.alaska.gov/cbpl/bl>.

NOTE: a change in the ownership of a business license requires a new business license.

Alaska Corporate Net Income Tax:

Every corporation earning gross income from sources within the state, except for those corporations that are specifically exempted, must file a corporation net income tax return. Contact the Alaska Department of Revenue, Tax Division, PO Box 110420, Juneau, Alaska, 99811-0420, telephone number (907) 465-2320 for more information.



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STATEMENT OF CONVERSION

Specifically for

**An Entity with an AK Entity Number
Converting to a Domestic (Alaskan) Professional Corporation**

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406

\$175.00 Filing Fee

- **\$ 25.00 Statement of Conversion Filing Fee (non-refundable)** (\$25 Corp Fee)
- **\$150.00 Articles of Incorporation Filing Fee (non-refundable)** (\$150 Corp Fee)

NOTICE: The Articles of Incorporation must be submitted as an attachment.

Pursuant to the provisions of Alaska Statutes 10.55.405, excluding entities stated in AS 10.55.110, a domestic (Alaskan) or foreign (non-Alaskan) entity may convert (change from one type of entity to a different type of entity) to a domestic (Alaskan) professional corporation by submitting the following statement:

ITEM 1: Name of the converting (changing from) entity: _____ Alaska Entity # (mandatory): _____

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State of Domicile or Jurisdiction (changing from): _____ Type of Entity (changing from): _____

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ITEM 2: Name of the converted (changing to) domestic (Alaskan) professional corporation must contain the word "Corporation", "Company", "Incorporated", "Limited," "A Professional Corporation," or an abbreviation of one of one of these, such as "P.C". (Note: the name of the professional corporation in Item #2 on the Statement of Conversion must match the name in Article #1 on the Articles of Incorporation attached to this filing.):

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State of Domicile or Jurisdiction (changing to): _____ Type of Entity (changing to): _____

Alaska	Professional Corporation
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Statement of Conversion: Entity with AK Entity # Converting to Domestic Professional Corp.

ITEM 3: (Optional) The future effective date of conversion, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing. Future effective date (mm/dd/yyyy format):
____/____/____.

ITEM 4:

If the converting entity is a domestic entity, the conversion has been approved in accordance with AS 10.55.401-10.55.406.

-OR-

If the converting entity is a foreign entity, the conversion has been approved by the foreign converting entity in accordance with the laws of its jurisdiction of organization.

ITEM 5: The converted (changed to) domestic (Alaskan) entity's Articles of Incorporation for a domestic professional corporation must be attached to this Statement of Conversion. Choose only one of the options below:

Complete the attached Articles of Incorporation portion of this form.

-OR-

Provide Articles of Incorporation, which satisfy the requirements of AS 10.45.010, 10.06.208, and 10.06.210, as an attachment.

ITEM 6: The Statement of Conversion must be signed on behalf of the converting (changing from) entity (listed in Item #1 above) in the following manner:

- If the converting entity is a corporation, it must be signed by an officer of the corporation.
- If the converting entity is not a corporation, it must be signed by the person authorized by said entity.
- If the converting entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by said fiduciary.

If the converting entity is currently on record with this division (has an AK Entity Number) and the signer is an official of the entity then the signer must be currently on record with this division.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the entity that the individual is representing, and signature of the individual authorized to sign.

Signature	Printed Name	Title and entity that is represented	Date

NOTE - Signatures:

Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

IMPORTANT: Changing Officials

On the date the Statement of Conversion is filed for record all officials currently on record for the converting (changing from) entity (listed in Item #1 on the Statement of Conversion) will be removed from record. The converted (changing to) entity (listed in Item # 2 of the Statement of Conversion) must file a notification of changing officials with this division in the manner and time prescribed in AS 10.06.813. The notification of officials changing maybe filed in conjunction with the Statement of Conversion.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Professional Corp.

SUBMITTAL: Please submit forms and payment together.

- A notification of officials changing maybe filed in conjunction with the Statement of Conversion; please include the appropriate form and filing fee.
- Mail the Statement of Conversion (form 08-573) and the \$175.00 non-refundable filing fee in U.S. dollars to:
 - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
- If faxing the form please include the Credit Card Payment form with the appropriate fees.
- Do not email forms or payment.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Professional Corp.

ARTICLES OF INCORPORATION

Specifically for

A Domestic (Alaskan) Professional Corporation with Statement of Conversion

Under AS 10.45.010, 10.06.208 and the Alaska Entity Transaction Act AS 10.55.401-10.55.406

Pursuant to AS 10.55.405 the converted entity's public organic document must be submitted as an attachment to this Statement of Conversion.

Pursuant to Alaska Statutes 10.45.010 and 10.06.208, the undersigned domestic (Alaskan) professional corporation applies for a Certificate of Incorporation and, for that purpose, submits the following:

ARTICLE 1: Name of the professional corporation must contain the word "Corporation", "Company", "Incorporated", "Limited," "A Professional Corporation," or an abbreviation of one of one of these, such as "P.C". (Note: the name of the professional corporation in Article #1 on the Articles of Incorporation must match the name in Item #2 on Statement of Conversion portion of this filing.):

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ARTICLE 2: Provide the name of the professional activity to be practiced by the corporation, and, separately, the 6 digit NAICS Industry Grouping Code that most clearly describes the initial activities of the company:

Professional Activity:	NAICS code:								
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ARTICLE 3: Address where the professional corporation will have its office in Alaska:

Physical address:		
City:	State: Alaska	Zip Code:

Mailing address:		
City:	State: Alaska	Zip Code:

ARTICLE 4:

The registered agent for the domestic (Alaskan) professional corporation (listed in Article #1 on the Articles of Incorporation) is the same agent on record for the converting (changing from) entity (listed in Item #1 on the Statement of Conversion). Per Alaska Statutes the registered agent information may only be updated via a Statement of Change Registered Agent form. The non-refundable filing fee for a Statement of Change is \$25.

ARTICLE 5: Name and address of each alien affiliate (if there are no alien affiliates, indicate "none"):

Name:		
Mailing address:		
City:	State/Province:	Country:

Attach additional sheet if more than one alien affiliate.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Professional Corp.

ARTICLE 6: Per AS 10.45.010, list the names and addresses of all original shareholders, directors, and officers of the professional corporation. Pursuant to [professional corporations] Alaska Statutes:

- Per AS 10.45.050, a shareholder must be licensed by a regulatory board of the state
- Per AS 10.45.060, only shareholders can be an officer or director.
- Per AS 10.45.060, may be a shareholder, director, or officer of only one professional corporation at a time.

List the professional license issued by the State of Alaska Department of Commerce, Community, and Economic Development. If the license was issued by the Alaska Bar Association, include a copy of the license with this filing.

For each person listed: check the appropriate position(s) this person holds with the professional corporation.

President Vice President Secretary Treasurer Director

Name:		Mandatory: Shareholder % Owned: _____ %
Alaska Professional License Number (mandatory):		
Mailing address:		
City:	State/Province:	Country:

President Vice President Secretary Treasurer Director

Name:		Mandatory: Shareholder % Owned: _____ %
Alaska Professional License Number (mandatory):		
Mailing address:		
City:	State/Province:	Country:

President Vice President Secretary Treasurer Director

Name:		Mandatory: Shareholder % Owned: _____ %
Alaska Professional License Number (mandatory):		
Mailing address:		
City:	State/Province:	Country:

President Vice President Secretary Treasurer Director

Name:		Mandatory: Shareholder % Owned: _____ %
Alaska Professional License Number (mandatory):		
Mailing address:		
City:	State/Province:	Country:

Attach an additional sheet if necessary.

Note: Please do not include confidential information such as Social Security Numbers, driver license numbers or date of birth as this record is public information.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Professional Corp.

ARTICLE 7: Number of authorized shares (zero is not an acceptable quantity):

	<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
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of Authorized shares
(zero is not an acceptable #)

Class

Series

Par value

	<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
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of Authorized shares
(zero is not an acceptable #)

Class

Series

Par value

ARTICLE 8: Optional Provisions and Additional Articles

- Attach additional pages for continuation of optional provisions and/or additional articles.
- Please indicate which article you are continuing and/or insert any desired additional provisions authorized by Alaska Statutes.
- Additional articles should be a continuation of the numbering as it appears on these Articles of Incorporation.

SIGNATURES:

Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Conversion (form 08-573) does not need to be signed; the Statement of Conversion portion of this filing must be signed.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Professional Corp.



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Website: <http://commerce.alaska.gov/cbpl/corp>

CONTACT INFORMATION SHEET

Please return this document with your filing. This information may be used by the division to assist with processing the attached filings. (NOTE: this form will not be filed for record or appear online.)

ENTITY NAME as it appears on this filing:

Alaska Entity #:

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QUESTIONS/PROBLEMS - The division may send any problems regarding this filing to:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:
Phone:	Email:	

FILED DOCUMENTS – Documents filed for record pertaining to this filing may be sent to:

Check this box if you want filed for record documents returned to the address listed above.

If you want the filed for record documents sent to a different address, please complete the following:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:

SUBMITTAL: Please submit forms and payment together.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

Contact Information Sheet